| ARTICLES OF MERGER-DOMESTIC BUSINES DISCRIB-1926 (Rev 90) In dompliance with the requirements of 15 Ps.C.S. 1 1920 (relating to erited as corporations, desking to effect a merger, hereby state that: In ammiliance with the requirements of 15 Ps.C.S. 1 1920 (relating to erited as corporations, desking to effect a merger, hereby state that: In ename of the corporation surviving the merger is: Coltect Indus Commonwealth or (b) name of its commercial registered office provider and hereby authorized to correct the following information to conform to the relationship authorized to correct the following information to conform to the relationship authorized to correct the following information to conform to the recorporation represented by a commercial registered office provider, the courporation is located for venue and official publication purposes. The surviving corporation is a qualified foreign business corporation in and the (a) address of its current registered office in this Commonweal provider and the county of venue is (the Department is hereby authorized to the records of the Department): Number and Street City Number and Street City The surviving corporation is a nonqualified foreign business corporation and the address of its principal office under the laws of such domicil and the address of its principal office under the laws of such domicil City The name and the address of the registered office in this Commonwealth is provider and the county of venue of each other domastic business corporation is a perty to the plan of merger are as follows: | tries Itic ideas of its curred the county of vectors of the Depi | the Commo | onwealth Time Ti |
|--|--|--|--|
| ARTICLES OF MERGER-DOMESTIC BUSINES DECE:15-1926 (Rev 90) In compilance with the requirements of 15 Pa.C.S. § 1920 (relating to eriticises corporations, desiring to effect a merger, hereby state that: In name of the corporation surviving the merger is: Collect Industrial Commonwealth or (b) name of its commercial registered office provider any hereby authorized to correct the following information to conform to the relative authorized to correct the following information to conform to the relative authorized to correct the following information to conform to the relative authorized to correct the following information to conform to the relative authorized to correct the following information to conform to the relative authorized to corporation system. Name of Commercial Registered Office Provider For a corporation represented by a commercial registered office provider, the course of the control of varue is (the Department is hereby authorized and the (a) address of its current registered office in this Commonweal provider and the county of varue is (the Department): Number and Street City Number and Street City The surviving corporation is a nonqualified foreign business corporation and the address of its principal office under the laws of such domicis and the address of its principal office under the laws of such domicis and the address of its principal office under the laws of such domicis and the address of the registered office in this Commonwealth and the address of the registered office in this Commonwealth and the address of the registered office in this Commonwealth and the address of the registered office in this Commonwealth and the address of the registered office in this Commonwealth and the address of the plan of merger are as follows: | Secretary of S CORPORATE S CORPORATE S OF ITS CORPORATE S THE CORPORATE S OF ITS CORPORATE S OF THE CORPORAT | rion predicted the register enue is (the artment): | onwealth Time Ti |
| ARTICLES OF MERGER-DOMESTIC BUSINES DECE:15-1926 (Rev 90) In compilance with the requirements of 15 Pa.C.S. 1 1920 (relating to enticiple sea corporations, desiring to effect a merger, hereby state that: The name of the corporation surviving the merger is: Coline Coline Indus Check and complete one of the following): The surviving corporation is a domestic business corporation and the (a) ad Commonwealth or (b) name of its commercial registered office provider and hereby authorized to correct the following information to conform to the relation of the commercial Registered Office Provider For a corporation represented by a commercial registered office provider, the courporation is located for venus and official publication purposes. The surviving corporation is a qualified foreign business corporation and the (a) address of its current registered office in this Commonweal provider and the county of venus is (the Department is hereby authorized to the records of the Department): All Number and Street City Number and Street City Number and Street City The surviving corporation is a nanqualified foreign business corporation and the address of its principal office under the laws of such domicial member and Street City The name and the address of the registered office in this Commonwealth provider and the county of venue of each other domestic business corporation which is a party to the plan of merger are as follows: | S CORPORATION OF THE COUNTY OF | onsolidation on register enue is (th artment): | ed office in this be Department is County County |
| in dompilance with the requirements of 15 Ps.C.S. 1 1920 (relating to ericiness corporations, desiring to effect a merger, hereby state that: the name of the corporation surviving the merger is: Colited Indus Check and complete one of the following): The surviving corporation is a domestic business corporation and the (a) additional authorized to correct the following information to conform to the relational authorized to correct the following information to conform to the relationship of the relational authorized to correct the following information to conform to the relationship of the relatio | tries Itic ideas of its curred the county of vectors of the Depi | onsolidetici int register enue is (th artment): | ed office in this is Department is |
| In dompilance with the requirements of 15 Ps.C.6. § 1920 (relating to ericiness corporations, desiring to effect a merger, hereby state that: The name of the corporation surviving the merger is: Colition Indus Check and complete one of the following): The surviving corporation is a domestic business corporation and the (a) ad Commonwealth or (b) name of its commercial registered office provider and hereby authorized to correct the following information to conform to the relation of the commercial registered office provider, the course of corporation represented by a commercial registered office provider, the course of the (a) address of its current registered office in this Commonweal provider and the (a) address of its current registered office in this Commonweal provider and the county of venue is (the Department is hereby author conform to the records of the Department): (a) Number and Street City The surviving corporation is a nonqualified foreign business corporation is not the address of its principal office under the laws of such domicil and the address of its principal office under the laws of such domicil Number and Street City The name and the address of the registered office in this Commonwealth is provider and the county of venue of each other domestic business corporation which is a party to the plan of merger are as follows: | tries Itic ideas of its curred the county of vectors of the Depi | onsolidetici int register enue is (th artment): | ed office in this ie Department is County Legherry County |
| The surviving corporation System, The surviving corporation System, The surviving corporation is a domestic business corporation and the (a) ad Commonwealth or (b) name of its commercial registered office provider and hereby authorized to correct the following information to conform to the re Number and Street City Dialo: CT Corporation System, Name of Commercial Registered Office Provider For a corporation represented by a commercial registered office provider, the cour- corporation is located for venue and official publication purposes. The surviving corporation is a qualified foreign business corporation is and the (a) address of its current registered office in this Commonweal provider and the county of vanue is (the Department is hereby sutto- conform to the records of the Department): (a) Number and Street City The surviving corporation is a nonqualified foreign business corporation is and the address of its principal office under the laws of such domicil Number and Street City The surviving corporation is a nonqualified foreign business corporation and the address of its principal office under the laws of such domicil Number and Street City The name and the address of the registered office in this Commonwealth of the name and the address of the registered office in this Commonwealth of the name and the suddress of the registered office in this Commonwealth of the name and the suddress of the registered office in this Commonwealth of the name and the suddress of the registered office in this Commonwealth of the name and the suddress of the registered office in this Commonwealth of the name and the suddress of the registered office in this Commonwealth of the name and the suddress of the registered office in this Commonwealth of the name and the suddress of the registered office in this Commonwealth of the name and the suddress of the registered office in this Commonwealth of the name and the suddress of the registered office in this Commonwealth of the name and the suddress of the regi | idress of its curred the county of vectords of the Department of t | int register enue is (th artment): Dp | ed office in this ie Department is County Legherry County |
| Check and complete one of the following): The surviving corporation is a domestic business corporation and the (a) ad Commonwealth or (b) name of its commercial registered office provider an heraby authorized to correct the following information to conform to the real Number and Street City Number and Street City Number of Commondal Registered Office Previder For a corporation represented by a commercial registered office provider, the courcerporation is located for venue and official publication purposes. The surviving corporation is a qualified foreign business corporation and the (a) address of its current registered office in this Commonweal provider and the county of vanue is (the Department is hereby suthor conform to the records of the Department): (a) Number and Street City (b) d/o: Name of Commercial Registered Office Previder For a corporation represented by a commercial registered office provider, the corporation is located for venue and official publication purposes. The surviving corporation is a nonqualified foreign business corporation and the address of its principal office under the laws of such domicial Number and Street City The name and the address of the registered office in this Commonwealth is provider and the county of venue of each other domestic business corporation which is a party to the plan of merger are as follows: | idress of its curred the county of vicords of the Depision State is | artment): Dp | County County |
| The surviving corporation is a domestic business corporation and the commercial registered office provider and hereby authorized to correct the following information to conform to the relation authorized to correct the following information to conform to the relations are series. All | State in the Dep | artment): Dp | County County |
| b) d/o: CT Corporation System, Name of Commercial Registered Office Provides For a corporation represented by a commercial registered office provider, the courseproation is located for venue and official publication purposes. The surviving corporation is a qualified foreign business corporation and the (a) address of its current registered office in this Commonweal provider and the county of venue is (the Department is hereby author conform to the records of the Department): (a) Number and Street City (b) d/o: Name of Commercial Registered Office Provider For a corporation represented by a commercial registered office provider, the concarporation is located for venue and official publication purposes. The surviving corporation is a nonqualified foreign business corporation and the address of its principal office under the laws of such domicil Number and Street City The name and the address of the registered office in this Commonwealth of provider and the county of venue of each other domestic business corporation is a party to the plan of merger are as follows: | | | County |
| Name of Commercial Registered Office Provides For a corporation represented by a commercial registered office provider, the courseprotation is located for venue and official publication purposes. The surviving corporation is a qualified foreign business corporation is and the (a) address of its current registered office in this Commonweal provider and the county of venue is (the Department is hereby author conform to the records of the Department): (a) Number and Street City (b) o/o: Name of Commercial Registered Office Provider For a corporation represented by a commercial registered office provider, the concorporation is located for venue and official publication purposes. The surviving corporation is a nonqualified foreign business corporation and the address of its principal office under the laws of such domicil. Number and Street City The name and the address of the registered office in this Commonwealth of provider and the county of venue of each other domestic business corporation is a party to the plan of merger are as follows: | | eemed the c | • |
| For a corporation represented by a commercial registered office provider, the cour corporation is located for venue and official publication purposes. The surviving corporation is a qualified foreign business corporation is and the (a) address of its current registered office in this Commonweal provider and the county of vanue is (the Department is hereby author conform to the records of the Department): (a) Number and Street City (b) o/o: Name of Commercial Registered Office Provider For a corporation represented by a commercial registered office provider, the corporation is located for venue and official publication purposes. The surviving corporation is a nonqualified foreign business corporation and the address of its principal office under the laws of such domicil. Number and Street City The name and the address of the registered office in this Commonwealth of provider and the county of venue of each other domestic business corporation is a party to the plan of merger are as follows: | | earned the o | county in which the |
| Name of Commercial Registered Office Previder For a corporation represented by a commercial registered office provider, the corporation is located for venue and official publication purposes. The surviving corporation is a nonqualified foreign business corporation and the address of its principal office under the laws of such domicil Number and Street City The name and the address of the registered office in this Commonwealth of provider and the county of venue of each other domestic business corporate which is a party to the plan of merger are as follows: | 11264 (5 65) | | · |
| (b) d/o: Name of Commercial Registered Office Previder For a corporation represented by a commercial registered office provider, the corporation is located for venue and official publication purposes. The surviving corporation is a nonqualified foreign business corporation and the address of its principal office under the laws of such domicil Number and Street City The name and the address of the registered office in this Commonwealth of the provider and the county of venue of each other domestic business corporation in a party to the plan of merger are as follows: | State | Σ)p | County |
| Name of Commercial Registered Office Previder For a corporation represented by a commercial registered office provider, the concerporation is located for venue and official publication purposes. The surviving corporation is a nonqualified foreign business corporation and the address of its principal office under the laws of such domicil Number and Street City The name and the address of the registered office in this Commonwealth of provider and the county of venue of each other domestic business corporation is a party to the plan of merger are as follows: | | | |
| For a corporation represented by a commercial registered office provider, the concerporation is located for venue and official publication purposes. The surviving corporation is a nonqualified foreign business corporation and the address of its principal office under the laws of such domicil. Number and Street City The name and the address of the registered office in this Commonwealth of provider and the county of venue of each other domestic business corporation is a party to the plan of merger are as follows: | | | County |
| The surviving corporation is a nonqualified foreign business corporation and the address of its principal office under the laws of such domicil. Number and Street City The name and the address of the registered office in this Commonwealth of provider and the county of venue of each other domestic business corporate which is a party to the plan of merger are as follows: | uniy in (b) shali be | deamed the | county in which th |
| Number and Street The name and the address of the registered office in this Commonwealth of provider and the county of venue of each other domestic business corporate which is a party to the plan of merger are as follows: | incorporated undi lary jurisdiction i | er the laws s: | of |
| Number and Street The name and the address of the registered office in this Commonwealth of provider and the county of venue of each other domestic business corporate which is a party to the plan of merger are as follows: | State | Zip | County |
| which is a party to the plan of merger are as follows: | | mmercial re | egistered office |
| Total at Name of Com | lon and qualified | foreign bu | |
| | moraid Registered Of | lice Provider | |
| Name of Corporation Addison of Reporter NONE | | | |
| | | . 0.6 | |
| 93 DEC 27 PM 12: 14 94 | 1311 2 200 | 2b | |
| PA DEPT OF STATE | JAN - 3 PN 4 | | |

| (Check, and if appropriate complete, | one of the following): | | | |
|---|--|--|--|---------------------------------|
| The plan of merger shall be effectly | | ger in the Depart | ment of State. | |
| X. The plan of merger shall be effective | | | 4:30 p.m. | |
| A ine plan of meryer shall de ottectiv | Date | | Hour | |
| The menner in which the plan of mer | ger was adopted by each domesti | corporation is a | s follows: | |
| Name of Corporation | Manner of Adoption | | | |
| Coltec Industries Irc | Approved by actio | of the bo | ard of director | rs of th |
| | corporation pursu | int to 15 P | a. C.S. Paragra | iph |
| | 1924(b)(2) | | | |
| XThe plan of merger is set forth in f | full in Exhibit A attached hereto ar elating to omission of certain provi | ilons from filed p | lans) the provisions, if surviving corporation (| |
| Check, and if appropriate complete. AThe plan of merger is set forth in f —Pursuant to 15 Pa.C.S. I 1901 (:a plan of merger that amend or cont subsequent to the effective date of The full text of the plan of merger of which is: | full in Exhibit A attached hereto are stating to omission of certain proving titute the operative Articles of inc. | sions from filed p orporation of the | lans) the provisions, if surviving corporation t herato and made a par | t hereof. |
| XThe plan of merger is set forth in fPursuant to 15 Pa.C.S. I 1901 (:a plan of merger that amend or cons subsequent to the effective date of The full text of the plan of merger of which is: | ruff in Exhibit A attached hereto are elating to omission of certain proving titute the operative Articles of including the plan are set forth in full in E is on tile at the principal place of City | sions from filed p orporation of the chibit A attached business of the st | lans) the pravisions, if surviving corporation i herato and made a par urviving corporation, th | t hereof. In address Coun |
| XThe plan of marger is set forth in fPursuant to 15 Pa.C.S. § 1901 (:a plan of merger that amend or cons subsequent to the effective date of The full text of the plan of merger of which is: | cuti in Exhibit A attached hereto are elating to emission of certain provisitute the operative Articles of incoming the plan are set forth in full in Elis on tile at the principal place of City City undersigned corporation or each and officer thereof this 23 day | sions from filed proporation of the chibit A attached business of the state and right of th | lans) the pravisions, if surviving corporation in herato and made a par urviving corporation, the gration has caused their tags of Corporation) TRIES 10C Propertion FRIES 10C Propertion Fri | Coun Coun Articles C |

25CB:15-1926 (Rev 90)-3 F - € RDV-1

Plan of Merger

CFPI Inc and CFFM Inc, each a Delaware corporation, hereby merge into and with Coltec Industries Inc, a Pennsylvania corporation ("Coltec"), the surviving corporation, pursuant to Subchapter C. of Chapter 19 of the Pennsylvania Business Corporation Law of 1988. The issued and outstanding shares of CFPI Inc and CPFM Inc shall not be converted or exchanged but shall be cancelled and surrendered, and no shares of the surviving corporation shall be issued in exchange therefor. The issued and outstanding shares of the surviving corporation shall not be changed.

- (1) At the Effective Time of the Merger, the Restated Articles of Incorporation and the by-laws of Coltec, as in effect at the Effective Time of the Merger, shall continue as the Restated Articles of Incorporation and the by-laws, respectively, of the Surviving Corporation until amended as provided by law, and the directors and the officers of Coltec at the Effective Time of the Merger shall be the directors and the officers, respectively, of the Surviving Corporation until their respective successors are duly elected or appointed and qualified in the manner provided by the Restated Articles of Incorporation and by-laws of the Surviving Corporation or as otherwise provided by law;
- (2) Each share of Common Stock of CFPI Inc which is owned by CII Holdings Inc and each share of Common Stock of CPFM Inc which is owned by CFPI Inc and which is outstanding immediately prior to the Effective Time of the Merger shall, by virtue of the Merger and without any action on the part of Coltec, cease to exist;
- (3) Each share of Common Stock, par value \$.01 per share, of Coltec outstanding at the Effective Time of the Merger shall remain issued and outstanding as one validly issued, fully paid and nonassessable share of Common Stock, par value \$.01 per share, of the Surviving Corporation;
- (4) At and after the Effective Time of the Merger, transfer of the shares of Common Stock of CFPI Inc and CPFM Inc outstanding prior to the Effective Time of the Merger shall not be made on the stock transfer books of said corporations, and all certificates for such shares shall forthwith be cancelled;
- (5) At the Effective Time of the Merger, the Surviving Corporation shall possess all the assets and property of every description, and every interest therein, wherever located, and all the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of each of

the Constituent Corporations, and all obligations belonging to or due any of them, shall be vested in the Surviving Corporation without further act or deed, and title to any real estate or any interest therein in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger; and

(6) As of the Effective Time of the Merger the assets and liabilities of Coltec and CFPI Inc and CPFM Inc shall be taken up or continued, as the case may be, on the books of the Surviving Corporation in amounts determined in accordance with generally accepted accounting principles by the Board of Directors of the Surviving Corporation;

(7) The Effective Time of the Marger shall be Documber 31, 1993 at 4:30 p.m.

COLTEC INDUSTRIES IN

By July & Kiff

ATTRET: